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19439

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OF COUNSEL
URBAN A. LESTER

May 26, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) Railcar Leasing Agreement, dated as of April 27, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, Illinois 60602

Lessee: AMG Resources Corporation
4100 Grand Avenue
Neville Island, Pennsylvania 15225

A description of the railroad equipment covered by the enclosed document is:

AMGX 5026, 5032, 5034, 5037, 5041, 5046, 5049, 5053, 5055, 5056,
5058, 5060, 5061, 5062, 5064, 5065, 5067, 5068, 5069, 5071, 5073,
5074, 5075, 5077, 5078, 5079, 5080, 5083, 5084, 5085, 5086, 5087,
5090, 5095, 5096.

Enclosure - Betty J. Williams

Mr. Vernon A. Williams
May 26, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/26/95

Office Of The Secretary

Robert W. Alvord
Alvord and Alvord
918 Xixteenth St., NW., Ste. 200
Washington, DC., 20423

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/26/95 at 12:05PM , and assigned recordation number(s). 19439, 18827-I, 19111-MM, NN, OO, PP, QQ, and 19370-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

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(0100638029)
(0100638030)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RAILCAR LEASING AGREEMENT SYNOPSIS
For
INTERSTATE COMMERCE COMMISSION RECORDATION

THIS SYNOPSIS OF, RAILCAR LEASING AGREEMENT evidences the Railcar Leasing Agreement dated as of January 27, 1992, and Rider 2 to Railcar Leasing Agreement, dated as of April 27, 1995 (the "Lease") between Residual Based Finance Corporation, an Illinois corporation (the "Lessor"), and AMG Resources Corporation, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor represents that it has the right to lease certain Gondolas bearing the reporting marks: AMGX 5026, 5032, 5034, 5037, 5041, 5046, 5049, 5053, 5055, 5056, 5058, 5060, 5061, 5062, 5064, 5065, 5067, 5068, 5069, 5071, 5073, 5074, 5075, 5077, 5078, 5079, 5080, 5083, 5084, 5085, 5086, 5087, 5090, 5095, 5096. The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in the lease and the Rider thereto.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Synopsis of Lease as of April 27, 1995.

LESSOR

Residual Based Finance corporation

By: 

Title: President

LESSEE

AMG Resources corporation

By: 

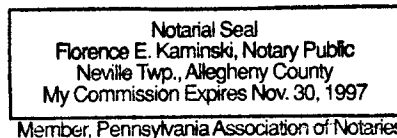
Title: CR

COUNTY OF Allegheny
STATE OF Pennsylvania

On April 28, 1995 before me, the undersigned, a Notary Public, in and for said State, personally appeared Ronald R. Jern, known to me to be the CFO of AMG Resources Corporation, that executed the within instrument, known to me to be the person who executed the within instrument on behalf of the corporation therein names, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors, for the purposes and consideration therein expressed.

WITNESS my hand and official seal

Florence E. Kaminski
Notary Public, Allegheny County
State of Pennsylvania
My Commission: Nov 30, 1997



COUNTY OF Cook
STATE OF Illinois

On April 27, 1995 before me, the undersigned, a Notary Public, in and for said State, personally appeared Vincent A. Kolber, known to me to be the President of Residual Based Finance Corporation, that executed the within instrument, known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors, for the purposes and consideration therein expressed.

WITNESS my hand and official seal

Anna M. Nava
Notary Public, Cook County
State of Illinois
My Commission: 7-8-96